

**EXHIBIT B TO
SIXTH QUARTERLY
AUGUST 2005 MONTHLY FEE APPLICATION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al.)	Case No. 01-1139 (JKF)
)	
Debtors.)	Objection Deadline: November 9, 2005 at 4:00 p.m.
)	Hearing: Schedule if Necessary (Negative Notice)

**COVER SHEET TO SIXTEENTH MONTHLY INTERIM APPLICATION OF
SWIDLER BERLIN LLP, BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
AUGUST 1, 2005 THROUGH AUGUST 31, 2005**

Name of Applicant:	Swidler Berlin LLP ("Swidler")
Authorized to Provide Professional Services to:	David T. Austern, Future Claimants' Representative (the "FCR")
Date of Retention:	Swidler Retention Order entered September 27, 2004
Period for which compensation is sought:	August 1, 2005 through August 31, 2005
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$39,692.25
80% of fees to be paid:	\$31,753.80 ¹
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 3,364.14
Total Fees @ 80% and 100% Expenses:	\$35,117.94

¹ Pursuant to the Administrative Order entered March 17, 2003, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses.

This is an: interim X monthly final application.

The total time expended for fee application preparation during this time period is 16.10 hours and the corresponding fees are \$3,460.50 and \$74.52 in expenses for Swidler's fee applications and 1.00 hours and \$195.00 in fees and \$48.64 in expenses for the FCR and/or is other professional's fee applications. Any additional time spent for this matter will be requested in subsequent monthly interim applications.

This is Swidler's sixteenth interim fee application for the period August 1-31, 2005. Swidler has previously filed the following fee applications:

- Fifteenth interim fee application for the period July 1-31, 2005 in the amount of \$82,748.00 (80% of \$103,435.00) in fees and expenses of \$9,524.96
- Fourteenth interim fee application for the period June 1-30, 2005 in the amount of \$81,593.60 (80% of \$101,992.00) in fees and expenses of \$249.19
- Thirteenth interim fee application for the period May 1-31, 2005 in the amount of \$53,489.60 (80% of \$66,862.00) in fees and expenses of \$852.77
- Twelfth interim fee application for the period April 1-30, 2005 in the amount of \$21,802.60 (80% of \$27,253.25) in fees, expenses of \$1,560.48
- Eleventh interim fee application for the period March 1-31, 2005 in the amount of \$67,870.00 (80% of \$54,296.00) in fees, expenses of \$4,114.49
- Tenth interim fee application for the period February 1-28, 2005 in the amount of \$92,370.80 (80% of \$115,463.50) in fees, expenses of \$2,097.16
- Ninth interim fee application for the period January 1-31, 2005 in the amount of \$50,702.60 (80% of \$63,378.25) in fees, expenses of \$7,490.31
- Eighth interim fee application for the period December 1-31, 2004 in the amount of \$70,817.20 (80% of \$88,521.50) in fees and expenses of \$4,326.10
- Seventh interim fee application for the period November 1-30, 2004 in the total amount of \$78,054.40 (80% of \$97,568.00) in fees and expenses of \$4,182.19
- Sixth interim fee application for the period October 1-31, 2004 in the total amount of \$87,179.80 (80% of \$108,974.75) in fees and expenses of \$8,520.60
- Fifth interim fee application for the period September 1-30, 2004 in the amount of \$123,890.80 (80% of \$154,863.50) in fees and expenses of \$5,827.44
- Fourth interim fee application for the period August 1-31, 2004 in the amount of \$38,486.00 (80% of \$48,107.50) in fees and \$4,143.66 in expenses
- Third interim fee application for the period July 1-31, 2004 in the amount of \$74,481.80 (80% of \$93,102.25) in fees and \$4,429.85 in expenses
- Second interim fee application for the period June 1-30, 2004 in the amount of \$88,393.20 (80% of \$110,491.50) in fees and expenses of \$15,846.02
- First interim fee application for the period May 1-31, 2004 in the amount of \$8,151.60 (80% of \$10,189.50) in fees and expenses of \$8,151.60

To date, Swidler has received payments from the Debtors in the following amounts:

- \$8,151.60 representing 80% of fees and 100% expenses for May 24-31, 2004
- \$104,239.22 representing 80% of fees and 100% expenses for June 1-30, 2004
- \$19,993.70 representing the 20% holdback on fees for the time period May and June 2004
- \$42,629.66 representing 80% of fees and 100% expenses for July 2004
- \$78,911.65 representing 80% of fees and 100% expenses for August 2004
- \$129,718.24 representing 80% of fees and 100% expenses for September 2004
- \$59,214.65 representing the 20% holdback on fees for the time period July-September 2004
- \$95,700.40 representing 80% of fees and 100% expenses for October 2004
- \$157,379.89 representing 80% of fees and expenses for November and December 2004
- \$58,642.05 representing 20% holdback on fees for the time period October-December 2004
- \$58,192.91 representing 80% of fees and 100% expenses for January 2005
- \$94,467.96 representing 80% of fees and 100% expenses for February 2005
- \$58,410.49 representing 80% of fees and 100% expenses for March 2005
- \$23,363.08 representing 80% of fees and 100% expenses for April 2005
- \$54,342.37 representing 80% of fees and 100% expenses for May 2005
- \$81,842.79 representing 80% of fees and 100% expenses for June 2005

COMPENSATION SUMMARY

AUGUST 2005

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate (including changes)</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
Monique D. Almy	Partner, 9 years in position; 18 years relevant experience; 1987, Bankruptcy	\$460.00	9.40	\$4,324.00
Roger Frankel	Partner, 22 years in position; 34 years relevant experience; 1971, Bankruptcy	\$645.00	26.40	\$16,125.00 ²

² This amount reflects a reduction of \$903.00 for non-working travel time.

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate (including changes)</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
Richard H. Wyron	Partner, 16 years in position; 26 years relevant experience; 1979, Bankruptcy	\$545.00	12.00	\$6,540.00
Debra L. Felder	Associate, 3 years in position; 3 years relevant experience; 2002, Bankruptcy	\$255.00	35.30	\$8,427.75 ³
Scott J. Levitt	Associate, 10 years in position; 10 years relevant experience; 1995; Insurance Litigation	\$390.00	.70	\$273.00
Rachael M. Barainca	File Clerk	\$60.00	9.20	\$552.00
Debra O. Fuilem	Senior Legal Assistant	\$195.00	16.90	\$3,295.50
M. Pamela Terrazas	Legal Assistant	\$155.00	1.00	\$155.00
Total			110.90	\$39,692.25
Blended Rate: \$357.91				

COMPENSATION BY PROJECT CATEGORY

AUGUST 2005

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Case Administration	14.70	\$2,003.50
Compensation of Professionals-Swidler	16.10	\$3,460.50
Compensation of Professionals-Other	1.00	\$195.00
Litigation	71.80	\$32,556.50
Travel Time (Non-Working)	7.30	\$1,476.75
TOTAL	110.90	\$39,692.25

³ This amount reflects a reduction of \$573.75 for non-working travel time.

EXPENSE SUMMARY

AUGUST 2005

<u>Expense Category</u>	<u>Total</u>
Computerized Research	\$57.64
Photocopying/Printing	\$2,930.00
Postage/Federal Express/Courier Fees	\$84.99
Secretarial Services	\$72.00
Telephone/Facsimile	\$6.78
Travel	\$212.73
TOTAL	\$3,364.14

Respectfully submitted,

SWIDLER BERLIN LLP

By: 

Roger Frankel, admitted *pro hac vice*
Richard H. Wyron, admitted *pro hac vice*
3000 K Street, NW, Suite 300
Washington, DC 20007
(202) 424-7500
Counsel to David T. Austern,
As Future Claimants' Representative

Dated: October 20, 2005

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
W.R. GRACE & CO., <u>et al.</u>)	Case No. 01-1139 (JKF)
Debtors.)	

VERIFICATION

DISTRICT OF COLUMBIA, TO WIT:

Roger Frankel, after being duly sworn according to law, deposes and says:

1. I am a partner of the applicant law firm Swidler Berlin LLP ("Swidler") and have been admitted *pro hac vice* to appear in these cases.

2. I have personally performed many of the legal services rendered by Swidler as counsel to David T. Austern as Future Claimants' Representative ("FCR") and am familiar with the other work performed on behalf of the FCR by the lawyers, legal assistants, and other professionals of Swidler as set forth in the invoices attached as Exhibit A hereto.

3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.


ROGER FRANKEL

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 26th DAY OF OCTOBER, 2005


Notary Public

My commission expires: _____

Lori S. Williams
Notary Public, District of Columbia
My Commission Expires 3-31-2010

EXHIBIT A
SWIDLER BERLIN LLP
INVOICES FOR THE TIME PERIOD
AUGUST 1-31, 2005

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7647NEW YORK OFFICE
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683INVOICE DATE: 09/30/05
INVOICE NUMBER: 293043

CLIENT/CASE: 25369.0001

RE: Case Administration

FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/21/05	Debra O. Fullem	Review docket update.	0.20
08/01/05	Debra O. Fullem	Review docket update.	0.10
08/02/05	Debra L. Felder	Review docket and pleadings and update calendar of hearings and deadlines.	0.90
08/03/05	Roger L. Frankel	Review status report of Grace filings from D. Felder.	0.40
08/05/05	Monique D. Almy	Review Debtor-In-Possession Monthly Operating Report for Filing Period June 2005.	0.20
08/05/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.30
08/05/05	Rachael M. Barainca	Update pleadings folders.	1.50
08/08/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
08/08/05	Debra O. Fullem	Review docket.	0.10
08/09/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 09/30/05
 Page 2

CLIENT: 25369
 MATTER: .0001
 INVOICE: 293043

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
08/10/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
08/10/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.40
08/11/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
08/12/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
08/15/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.40
08/15/05	Rachael M. Barainca	Update pleadings folders.	1.50
08/15/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.50
08/16/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
08/17/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
08/18/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
08/22/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.50
08/22/05	M. Pamela Terrazas	Travel to and from court to deliver documents and receive stamped copies as requested by F. DiRosa.	1.00
08/22/05	Debra O. Fullem	Review docket updates.	0.10
08/23/05	Debra O. Fullem	Review docket update.	0.10
08/23/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
08/24/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
08/25/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
08/25/05	Debra O. Fullem	Review docket update.	0.10

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 09/30/05
 Page 3

CLIENT: 25369
 MATTER: .0001
 INVOICE: 293043

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
08/26/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
08/26/05	Rachael M. Barainca	Print and prepare filings for D. Felder.	1.00
08/29/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20
08/29/05	Debra O. Fullem	Review docket update.	0.10
08/30/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20
08/31/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.20
08/31/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.50

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Monique D. Almy	\$460.00	0.20	\$92.00
Roger L. Frankel	\$645.00	0.40	\$258.00
Debra L. Felder	\$255.00	3.10	\$790.50
Debra O. Fullem	\$195.00	0.80	\$156.00
M. Pamela Terrazas	\$155.00	1.00	\$155.00
Rachael M. Barainca	\$60.00	9.20	\$552.00
TOTAL HOURS & FEES		14.70	\$2,003.50

OTHER CHARGES	AMOUNT
Photocopy & Printing	1,585.65
Telephone	6.72
Postage	0.37
Westlaw Legal Research	51.30
DC Secretarial/Staff Overtime	72.00

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
09/30/05
Page 4

CLIENT: 25369
MATTER: .0001
INVOICE: 293043

OTHER CHARGES	AMOUNT
Ground Transportation	10.00
TOTAL OTHER CHARGES	\$1,726.04

CURRENT INVOICE DUE.....\$3,729.54

SWIDLER BERLIN LLP

FEDERAL IDENTIFICATION
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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 09/30/05
INVOICE NUMBER: 293043

OUR REFERENCE: 25369.0001

INVOICE SUMMARY

TOTAL FEES.....\$2,003.50
TOTAL OTHER CHARGES.....\$1,726.04
TOTAL AMOUNT DUE\$3,729.54

REMITTANCE INFORMATION:

U.S. Mail:

Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

U.S. Electronic Funds Transfer:

Name of Bank: Wachovia Bank, N.A. Washington, DC
Account Title: Swidler Berlin LLP
Account No.: 2000024531692
ABA Routing No.: 054001220

International Electronic Funds Transfer:

Name of Bank: Wachovia Bank, N.A. Washington, DC
Account Title: Swidler Berlin LLP
Account No.: 2000024531692
Swift Code: PNBPU33
CHIPS: 0509
ABA Routing No.: 026005092

Please Note Our Reference and Invoice Numbers When Making Payment

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
WASHINGTON, D.C. 20007-5116
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405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683INVOICE DATE: 09/30/05
INVOICE NUMBER: 293045

CLIENT/CASE: 25369.0011

RE: Compensation of Professionals--Swidler

FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
08/01/05	Debra O. Fullem	Follow up on billing matters and update spreadsheet; send e-mail to R. Frankel and R. Wyron re same.	0.50
08/02/05	Debra O. Fullem	Prepare notice correcting fee application filings in Grace.	1.00
08/02/05	Debra O. Fullem	Confer with D. Felder and R. Wyron regarding correction to fee applications in Grace.	0.20
08/02/05	Debra O. Fullem	Prepare Certificate of No Objection for Swidler's April fee statement; coordinate filing and serving of same.	0.30
08/02/05	Debra O. Fullem	Prepare Swidler's June fee application.	1.50
08/02/05	Debra L. Felder	Telephone conference with D. Fullem regarding fee applications.	0.10
08/04/05	Debra O. Fullem	Respond to e-mail from R. Malstrom regarding payments due in August.	0.10
08/04/05	Debra O. Fullem	Prepare June fee application.	2.00
08/05/05	Debra O. Fullem	Follow up on W.R. Grace payment of 20% holdback for fees incurred October-December 2004; update spreadsheet with 20% fee numbers; e-mail to accounting for proper application.	0.70

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 09/30/05
 Page 2

CLIENT: 25369
 MATTER: .0011
 INVOICE: 293045

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
08/05/05	Debra O. Fullem	Prepare e-mail to accounting regarding deletion of printing charge on June invoice.	0.10
08/05/05	Debra O. Fullem	Finish draft of Swidler's June fee application.	1.00
08/08/05	Richard H. Wyron	Review July fees and expenses.	0.60
08/09/05	Debra O. Fullem	Continue preparation of June fee application.	2.00
08/10/05	Richard H. Wyron	Review fee application for June.	0.30
08/11/05	Debra O. Fullem	Prepare final of June fee application filing; coordinate filing with Court and serving on parties.	1.00
08/23/05	Debra O. Fullem	Prepare quarterly fee application for the period April - June 2005.	1.00
08/23/05	Debra O. Fullem	Prepare certificate of no objection for Swidler's May fee application; obtain signature by R. Frankel; coordinate filing by local counsel.	0.50
08/26/05	Debra O. Fullem	Confer with P. Reyes regarding copies of July invoices.	0.10
08/30/05	Debra O. Fullem	Review and revise quarterly filing for time period April - June 2005.	0.70
08/30/05	Debra O. Fullem	Review invoices from July 2005 (.3); prepare summary of fees and expenses (.5); begin preparing fee application (1.0).	1.80
08/31/05	Debra O. Fullem	Review July fee application.	0.60

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Richard H. Wyron	\$545.00	0.90	\$490.50
Debra L. Felder	\$255.00	0.10	\$25.50
Debra O. Fullem	\$195.00	15.10	\$2,944.50
TOTAL HOURS & FEES		16.10	\$3,460.50

OTHER CHARGES	AMOUNT
Photocopy & Printing	35.70

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
09/30/05
Page 3

CLIENT: 25369
MATTER: .0011
INVOICE: 293045

OTHER CHARGES	AMOUNT
Postage	1.98
Federal Express	36.85
TOTAL OTHER CHARGES	\$74.53

CURRENT INVOICE DUE.....\$3,535.03

SWIDLER BERLIN LLP

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THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598

David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 09/30/05
INVOICE NUMBER: 293045

OUR REFERENCE: 25369.0011

INVOICE SUMMARY

TOTAL FEES.....\$3,460.50
TOTAL OTHER CHARGES.....\$74.53
TOTAL AMOUNT DUE.....\$3,535.03

REMITTANCE INFORMATION:

U.S. Mail:

Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

U.S. Electronic Funds Transfer:

Name of Bank: Wachovia Bank, N.A. Washington, DC
Account Title: Swidler Berlin LLP
Account No.: 2000024531692
ABA Routing No.: 054001220

International Electronic Funds Transfer:

Name of Bank: Wachovia Bank, N.A. Washington, DC
Account Title: Swidler Berlin LLP
Account No.: 2000024531692
Swift Code: PNBPU33
CHIPS: 0509
ABA Routing No.: 026005092

Please Note Our Reference and Invoice Numbers When Making Payment

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
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3000 K STREET, NW, SUITE 300
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FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0012

INVOICE DATE: 09/30/05
INVOICE NUMBER: 293046

RE: Compensation of Professionals--Other

FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
08/02/05	Debra O. Fullem	Review and respond to Rit Chatterjee's e-mail regarding timing for filing of quarterly fee application.	0.10
08/08/05	Debra O. Fullem	Review and reply to e-mail from R. Chatterjee regarding CIBC's June fee application.	0.20
08/09/05	Debra O. Fullem	Review and insert deadlines and dates in CIBC's June fee application; coordinate filing and serving.	0.70

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Debra O. Fullem	\$195.00	1.00	\$195.00
TOTAL HOURS & FEES		1.00	\$195.00

OTHER CHARGES	AMOUNT
Photocopy & Printing	2.85
Postage	0.83

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
09/30/05
Page 2

CLIENT: 25369
MATTER: .0012
INVOICE: 293046

OTHER CHARGES	AMOUNT
Federal Express	44.96
TOTAL OTHER CHARGES	\$48.64

CURRENT INVOICE DUE.....\$243.64

SWIDLER BERLIN LLP

FEDERAL IDENTIFICATION
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405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598

David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 09/30/05
INVOICE NUMBER: 293046

OUR REFERENCE: 25369.0012

INVOICE SUMMARY

TOTAL FEES.....\$195.00
TOTAL OTHER CHARGES.....\$48.64
TOTAL AMOUNT DUE\$243.64

REMITTANCE INFORMATION:

U.S. Mail:

Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

U.S. Electronic Funds Transfer:

Name of Bank: Wachovia Bank, N.A. Washington, DC
Account Title: Swidler Berlin LLP
Account No.: 2000024531692
ABA Routing No.: 054001220

International Electronic Funds Transfer:

Name of Bank: Wachovia Bank, N.A. Washington, DC
Account Title: Swidler Berlin LLP
Account No.: 2000024531692
Swift Code: PNBPU33
CHIPS: 0509
ABA Routing No.: 026005092

Please Note Our Reference and Invoice Numbers When Making Payment

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
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THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
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TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683INVOICE DATE: 09/30/05
INVOICE NUMBER: 293044

CLIENT/CASE: 25369.0007

RE: Litigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/22/05	Roger L. Frankel	Review motion and objection to Speights claims.	1.20
08/02/05	Richard H. Wyron	Confer with D. Felder regarding status.	0.20
08/02/05	Debra L. Felder	Conference with R. Wyron regarding upcoming objection deadlines (.2); e-mail to B. Harding regarding status of PI CMO and Questionnaire (.1).	0.30
08/02/05	Debra L. Felder	E-mail correspondence to S. Levitt regarding Grace's participation in insurance settlement fund.	0.10
08/03/05	Debra L. Felder	E-mail correspondence to B. Harding regarding status of PI CMO and Questionnaire (.1); telephone conference with J. Brownstein regarding pending motions (.2).	0.30
08/03/05	Scott J. Levitt	Review Grace's motion to approve settlement with Marsh & McLennon (.5); draft e-mail to R. Wyron, M. Plumer and D. Lessin re same (.2).	0.70
08/05/05	Monique D. Almy	Review Speights & Runyan's Motion to Quash and Supplemental Motion to Quash Subpoena.	0.10
08/08/05	Monique D. Almy	Review fax re sale of SPBusiness.	0.20

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 09/30/05
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CLIENT: 25369
 MATTER: .0007
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
08/08/05	Debra L. Felder	Telephone conferences with J. Brownstein regarding Debtors' motion to sell SP business and other recently filed pleadings (.5); e-mail to R. Frankel and R. Wyron regarding same (.2).	0.70
08/08/05	Roger L. Frankel	Review correspondence re sale of Elcat, Inc.	0.50
08/10/05	Debra L. Felder	Telephone conference with R. Frankel regarding upcoming hearing and PI CMO and Questionnaire.	0.10
08/10/05	Richard H. Wyron	Review summary of pleadings for 8/12 objection deadline (.4); review revised PI CMO and Questionnaire and organize comments (1.1).	1.50
08/11/05	Richard H. Wyron	Review issue on Intercat settlement.	0.20
08/11/05	Debra L. Felder	Review July 19 hearing transcript and Debtors' proposed PI CMO and Questionnaire.	2.50
08/12/05	Debra L. Felder	Review Debtors' revised PI CMO and Questionnaire and July 19 hearing transcript (4.2); e-mail to R. Frankel and R. Wyron regarding same (.4); conference with R. Frankel regarding same (.1); e-mail to B. Harding regarding status (.1); e-mail to D. Austern regarding same (.1).	4.90
08/15/05	Debra L. Felder	Telephone conference with D. Austern regarding PI Questionnaire (.1); e-mail to R. Frankel and R. Wyron regarding same (.1).	0.20
08/15/05	Roger L. Frankel	Review series of e-mails re CMO, Questionnaire.	0.30
08/15/05	Richard H. Wyron	Review e-mails and PI CMO status and issues, and respond.	0.80
08/16/05	Roger L. Frankel	Telephone conference with D. Austern re OC decision, Judge Jack opinion.	0.40
08/17/05	Roger L. Frankel	Review UCC objection to Intercat settlement.	0.50
08/17/05	Richard H. Wyron	Review status open issues on PI CMO and Questionnaire.	1.30
08/18/05	Richard H. Wyron	Continue review of e-mail correspondence and open issues on PI CMO and Questionnaire.	1.20
08/18/05	Roger L. Frankel	Review 3d circuit opinion in OC reversing confirmation.	0.90

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 09/30/05
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CLIENT: 25369
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
08/18/05	Roger L. Frankel	Review draft questionnaire and CMO from K&E (.7); review portions of transcript (.3); confer with D. Felder re same (.3).	1.30
08/18/05	Roger L. Frankel	Review mark-up of CMO changes.	0.30
08/18/05	Debra L. Felder	Review Debtors' revised PI CMO and Questionnaire (1.2); conference with R. Frankel regarding same (.2).	1.40
08/19/05	Roger L. Frankel	Review J. Jacks opinion.	0.80
08/19/05	Richard H. Wyron	Review correspondence and emails regarding PI CMO and Questionnaire.	0.30
08/22/05	Richard H. Wyron	Review draft questionnaire of PI CMO, and prepare follow-up notes from conference call (.8); participate in conference call on PI CMO and Questionnaire and notes re same; (1.1); confer regarding open issues and follow-up notes (.7)	2.60
08/22/05	Roger L. Frankel	Review with R. Wyron issues re Questionnaire and CMO; review e-mails re same.	0.60
08/22/05	Debra L. Felder	Review Debtors' PI CMO and Questionnaire and email to B. Harding regarding FCR's edits (.4); conference call regarding PI CMO and Questionnaire (2.8); email summary to R. Frankel and R. Wyron regarding same (.6).	3.80
08/22/05	Debra L. Felder	Review Federal-Mogul opinion regarding asbestos PI claims in preparation for Grace's estimation hearing.	0.30
08/22/05	Monique D. Almy	Review Agenda of Matters Scheduled for Hearing on August 29, 2005.	0.10
08/23/05	Monique D. Almy	Review language proposed by ACC to be added to Questionnaire/CMO.	0.30
08/23/05	Roger L. Frankel	Review agenda, file in preparation for hearing (.9); confer with R. Wyron re same (.3).	1.20
08/23/05	Roger L. Frankel	Telephone conference with D. Austern in preparation for hearing and re Tillinghast.	0.40
08/23/05	Roger L. Frankel	Telephone conference with P. Lockwood re hearing, CMO, questionnaire; notes re same.	0.40

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David Austern, FCR (for W.R. Grace & Co.)
 09/30/05
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CLIENT: 25369
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
08/23/05	Roger L. Frankel	Review Judge Rodriguez estimation opinion (first part); notes re same.	1.40
08/24/05	Roger L. Frankel	Review remainder of Rodriguez opinion (estimation); notes re same in preparation for hearing.	1.60
08/24/05	Roger L. Frankel	Confer with R. Wyron re estimation issues, strategy in preparation for hearing (.5); review file in preparation for hearing (.6)	1.10
08/24/05	Richard H. Wyron	Review status of PI CMO and Questionnaire, and develop open items outline for discussion with D. Austern.	0.80
08/24/05	Richard H. Wyron	Call with N. Finch re PI CMO and Questionnaire (.3); review status of issues and prepare for call (.6); participate in call on PI CMO and Questionnaire and follow-up notes (.9).	1.80
08/25/05	Roger L. Frankel	Review issues re Questionnaire, CMO in preparation for hearing; confer with R. Wyron re Austern position.	0.60
08/25/05	Debra L. Felder	Review Debtors' revised PI CMO and Questionnaire (1.0); conference call regarding same (1.0).	2.00
08/26/05	Monique D. Almy	Review Objection to the Revised Questionnaire Proposed by Debtors and Response to the Debtors' Proposed CMO.	0.70
08/26/05	Monique D. Almy	Review Limited Objection of London Market Insurers with Respect to Debtors' Proposed CMO.	0.30
08/26/05	Monique D. Almy	Review Debtors' Report to Court Pursuant to July 19, 2005 Rulings Regarding Personal Injury Claims and Estimation Proceedings.	0.70
08/26/05	Monique D. Almy	Review agenda for Monday's Omnibus hearing.	0.20
08/28/05	Debra L. Felder	Review pleadings in preparation for hearing on August 29.	2.50
08/28/05	Roger L. Frankel	Prepare notes in preparation for oral arguments on exclusivity; review filings re CMO and questionnaire.	1.20
08/29/05	Roger L. Frankel	Prepare for hearing during travel to Wilmington; confer with Lockwood re hearing.	2.30
08/29/05	Roger L. Frankel	Attend hearing (omnibus) in Wilmington re CMO, Questionnaire, exclusivity, etc.	6.20

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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
08/29/05	Debra L. Felder	Review pleadings regarding PI CMO and Questionnaire (1.5); attend hearing (7.0).	8.50
08/29/05	Monique D. Almy	Attend regular Omnibus hearing by telephone.	5.30
08/31/05	Monique D. Almy	Review Case Management Order for the Adjudication of Asbestos Property Damage Claims Objections.	0.50
08/31/05	Monique D. Almy	Review Case Management Order for the Estimation of Asbestos Personal Injury Liabilities.	0.50
08/31/05	Monique D. Almy	Review Case Management Order For the Estimation of Asbestos Property Damage Liabilities.	0.30
08/31/05	Richard H. Wyron	Review e-mail and status of issues from 8/29 hearing.	0.40

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Monique D. Almy	\$460.00	9.20	\$4,232.00
Roger L. Frankel	\$645.00	23.20	\$14,964.00
Richard H. Wyron	\$545.00	11.10	\$6,049.50
Scott J. Levitt	\$390.00	0.70	\$273.00
Debra L. Felder	\$255.00	27.60	\$7,038.00
TOTAL HOURS & FEES		71.80	\$32,556.50

OTHER CHARGES	AMOUNT
Photocopy & Printing	1,305.80
Telephone	0.06
Westlaw Legal Research	6.34
Travel/Airfare	172.00
Travel/Meal Expenses	12.73
Travel/Parking	18.00
TOTAL OTHER CHARGES	\$1,514.93

SWIDLER BERLIN LLP

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09/30/05
Page 6

CLIENT: 25369
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CURRENT INVOICE DUE.....\$34,071.43

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OUR REFERENCE: 25369.0007

INVOICE SUMMARY

TOTAL FEES.....\$32,556.50
TOTAL OTHER CHARGES.....\$1,514.93
TOTAL AMOUNT DUE.....\$34,071.43

REMITTANCE INFORMATION:

U.S. Mail:

Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

U.S. Electronic Funds Transfer:

Name of Bank: Wachovia Bank, N.A. Washington, DC
Account Title: Swidler Berlin LLP
Account No.: 2000024531692
ABA Routing No.: 054001220

International Electronic Funds Transfer:

Name of Bank: Wachovia Bank, N.A. Washington, DC
Account Title: Swidler Berlin LLP
Account No.: 2000024531692
Swift Code: PNBPU33
CHIPS: 0509
ABA Routing No.: 026005092

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Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0014

INVOICE DATE: 09/30/05
INVOICE NUMBER: 293047

RE: Travel Time (Non-Working)

FOR PROFESSIONAL SERVICES RENDERED THROUGH AUGUST, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
08/29/05	Roger L. Frankel	Non Working travel to and from hearing.	2.80
08/29/05	Debra L. Felder	Non-working travel from Washington, DC to Wilmington, DE for hearing.	2.00
08/29/05	Debra L. Felder	Non-working travel from Wilmington, DE to Washington, DC.	2.50

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$322.50	2.80	\$903.00
Debra L. Felder	\$127.50	4.50	\$573.75
TOTAL HOURS & FEES		7.30	\$1,476.75

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$1,476.75

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INVOICE DATE: 09/30/05
INVOICE NUMBER: 293047

OUR REFERENCE: 25369.0014

INVOICE SUMMARY

TOTAL FEES.....\$1,476.75
TOTAL OTHER CHARGES.....\$0.00
TOTAL AMOUNT DUE\$1,476.75

REMITTANCE INFORMATION:

U.S. Mail:

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Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

U.S. Electronic Funds Transfer:

Name of Bank: Wachovia Bank, N.A. Washington, DC
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Name of Bank: Wachovia Bank, N.A. Washington, DC
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Swift Code: PNBPU33
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